FLEXSTEEL INDUSTRIES INC

Form 4

December 11, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

displays a currently valid OMB control

number.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 5 obligations may continue.

Check this box

if no longer

Section 16.

Form 4 or

subject to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

2. Issuer Name and Ticker or Trading

See Instruction 30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

RICHARDSON JAMES R

| | | | FLEXSTEEL INDUSTRIES INC [FLXS] | | | (Check all applicable) | | | |
|--|--|-------|--|--|----------------------|--|--|-------------------------------|--|
| (Last) | (First) (N | | 3. Date of Earliest Transaction (Month/Day/Year) | | | Director 10% Owner Officer (give title Other (specify | | | |
| PO BOX 877 | | | 9/2013 | | | below) below) Senior VP Marketing | | | |
| | (Street) | | Amendment, D (Month/Day/Yea | dment, Date Original | | 6. Individual or Joint/Group Filing(Check | | | |
| DUBUQUE | , IA 52004 | riicu | (Монш/Дау/Теа | 1) | | | y One Reporting I y More than One I | | |
| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Code ear) (Instr. 8) | 4. SecurionAcquirect Disposed (Instr. 3, | l (A) or l of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Stock | | | | | | 223,177 | Б | | |
| Common Stock | | | | | | 15,049 | I | By Flexsteel Industries | |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. | | | | | | | | | |
| Persons who respond to the collection of SE information contained in this form are not required to respond unless the form | | | | | SEC 1474 (9-02) | | | | |

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exerci Expiration Dat (Month/Day/Y | te | 7. Title and A Underlying S (Instr. 3 and | Securities |
|---|---|--------------------------------------|---|---|--|--|--------------------|---|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Option 12/14/2004 | \$ 16.49 | | | | | 12/14/2004 | 12/14/2014 | Common Stock | 10,750 |
| Option 12/06/2010 | \$ 17.23 | | | | | 12/06/2010 | 12/06/2020 | Common Stock | 5,000 |
| Option 12/10/2012 | \$ 19.77 | | | | | 12/10/2012 | 12/10/2022 | Common Stock | 3,300 |
| Option 12/09/2013 | \$ 27.57 | 12/09/2013 | | A | 2,400 | 12/09/2013 | 12/09/2023 | Common Stock | 2,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| | |

Director 10% Owner Officer Other

RICHARDSON JAMES R PO BOX 877

Senior VP Marketing

Signatures

DUBUQUE, IA 52004

James

Richardson 12/10/2013

**Signature of Person Date

Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2